

Thomas Jefferson Band Patrons, Inc.

By-Laws

Article I. Name

The name of this organization shall be the Thomas Jefferson Band Patrons, Inc. hereinafter referred to as the Organization.

Article II. Purpose

The purpose of the Organization shall be to give moral, social and supplementary financial support, to promote and enhance the activities and interests of the Instrumental Music Program. The Instrumental Music Program shall consist of the bands, majorettes and color guard of the Thomas Jefferson High School in keeping with the policies of the West Jefferson Hills School District. Funds raised by the Organization shall be used in cooperation with funds provided by the West Jefferson Hills School District's Board of Directors. Notwithstanding anything herein to the contrary, this Organization shall only participate in and support activities that are in furtherance of the purposes of tax-exempt organizations set forth in Section 501(c) of the Internal Revenue Code and its Regulations as they now exist and as they may hereafter be amended.

Article III. Restrictions

Unless deemed vital to the interests of the Organization by a resolution of the Executive Board, no issue shall be raised or discussed at meetings of the Organization concerning the policies or operation of the school board or school administration.

Funds of the Organization shall not be used to purchase items or services that ordinarily are provided to the Instrumental Music Program by the West Jefferson Hills School District.

Article IV. Membership

Membership is open to all parents of the Thomas Jefferson High School Instrumental Music Program. Membership is also open to former band patrons, as well as TJ Band Alumni. Membership may be extended to other interested individuals on a year-to-year basis with the approval of the Executive Board and the Band Director.

The Executive Board shall establish membership dues, initially set at \$4 per year. For the 2010-2011 membership year only, dues paid after November 1, 2010 will increase to \$10 per member. In subsequent years membership dues will increase to \$10 if left unpaid after October 1st.

Membership dues grant voting privileges in Organization matters, as well as participation in the Organization's liability insurance coverage. In addition, only current members will be permitted to serve as Committee Chairpersons for the Organization.

The membership year begins on July 1st and ends on June 30th of each year.

Article V. Meetings

Unless notification is given to the contrary, all meetings of the Organization shall be held at the Thomas Jefferson High School in Jefferson Hills, PA.

Meetings for the entire membership (General Membership Meetings) shall be held at the discretion of the Executive Board starting in August and ending in May with a minimum of five (5) meetings per year. The May meeting shall include a motion to adopt the budget of the Organization. The budget may be revised to address emergent issues at the August meeting. All budget changes must be voted on by the general membership.

Written, printed or Internet notice of all meetings of the Organization, stating the place, date and hour of the meeting (and in the case of special meetings, the purpose or purposes for which the meeting is called) shall be given not less than five (5) days before the meeting.

All General Membership meetings of the Organization shall be open to the public. Non-members shall not be entitled to make motions, vote, or speak unless requested by the presiding officer or chairperson.

The Executive Board, as defined in Article VI, shall meet at any time by call of the President, Band Director, or any three members of the Executive Board. The Executive Board shall meet prior to each General Membership Meeting.

Meetings of the individual committees shall be at the discretion of the chairperson heading each committee.

All meetings of the Organization shall be conducted according to an agenda set by the presiding officer or chairperson.

A quorum for all meetings of the Organization shall be the number of members in attendance. Quorum for a General Membership Meeting shall be the number of members in attendance, but must include at least 15% of the total membership.

The Executive Committee has the authority at any General Membership meeting to table or allow a vote on any issue.

Voting shall be conducted in a manner determined by the President to meet the needs of the motion at hand.

All votes taken at a General Membership Meeting shall favor the will of the majority based on the members present at the meeting.

Article VI. Boards and Duties

Executive Board

Members shall include the elected officers of the Organization (the President, Vice-President, Secretary, and Treasurer). The President, Vice-President, Secretary and Treasurer shall be entitled to vote on all matters. The initial elected officers of the Organization shall be specified in the Articles of Incorporation and shall serve in such capacity until their successors are elected as set forth in the Articles of Incorporation.

The Executive Board shall have general direction of the Organization and have the power to transact all ordinary business.

The Executive Board shall serve as the Budget Committee with the Treasurer as Chairperson.

The Executive Board shall approve all Standing Committee projects.

Article VII. Officers and Duties

President - The President shall:

1. Call and preside at all General Membership and Executive Board meetings of the Organization.
2. Serve as member ex-officio of all committees.
3. Appoint all special committees.
4. Appoint all committee chairpersons.
5. Appoint all members of the By-laws, Nominating, and Audit committees.

Vice-President - The Vice-President shall:

1. Perform the duties of the President in the event of the absence or disability of the President, or in the event that the office of the President shall be vacated.
2. Assist President in performing his or her duties at the request of the President.
3. Serve as chairperson of the Fundraising Committee.

Secretary - The Secretary shall:

1. Keep such records and minutes of all meetings that will give an accurate account of the business of the Organization.
2. Keep an accurate record of the members in attendance at all General membership Meetings and Executive Board Meetings.
3. Provide written copies of records, minutes, and attendance to all members of the Executive Board within one week following a meeting.
4. Keep an accurate membership list based upon payment of dues and have it available at all meetings of the Organization.
5. Give notice of all General Membership and Executive Board meetings of the Organization.
6. Have charge of keeping, maintaining, and preserving all documents, letters, supplies, and materials that belong to the Organization.
7. Attend to such general correspondence of the Organization as the President or Executive Board shall direct.

Treasurer - The Treasurer shall:

1. Receive all funds on behalf of the Organization and give a receipt upon request.
2. Deposit all funds in a depository to be approved by the Executive Board.
3. Pay such bills and allotments that are approved by the Executive Board.
4. Keep and maintain an accurate record of the financial business of the Organization.
5. Prepare the records for the Audit Committee review at the end of the school year.
6. Serve as Chairperson of the Budget Committee.
7. Present at a General Membership meetings proposed budget of income and expenditures in connection with the Organization for the membership year.
8. Arrange for the preparation of all tax returns required by the Internal Revenue Service, Commonwealth of Pennsylvania, or other appropriate authority.

Article VIII. Election of Officers, Term of Office, Fiscal Year

Candidates for officer selected by the Nominating Committee as well as nominations from the floor, with prior approval from those nominated, will be voted on at the final General Membership meeting of the membership year.

Officers of the Organization shall serve a term of one year, but may be reelected for additional terms. The term of office shall be July 1 through June 30 with the understanding that the President-elect shall begin planning for activities and appointing committee chairpersons for the upcoming year immediately upon election.

Article IX. Officer Vacancies

An officer may resign from office by submitting a resignation in writing to the Secretary who shall present it to the Executive Board for action.

Persons recommended by the President and approved by the Executive Board shall fill officer vacancies.

Any officer elected or appointed to office may be removed by the three other elected officers of the Executive Board if the officer to be removed has performed his or her duties in a criminal or negligent manner. The officer removed by the Executive Board vote has the right to request a vote of the General Membership to be reinstated. Such vote shall be at least 60% in favor of reinstatement.

Article X. Operations

Spending Authority – With the exception of the President, no person shall be authorized to spend or commit any of the funds of the Organization without the approval of the Executive Board. The spending authority of the President shall be limited to five hundred dollars (\$500.00) for any budgeted item, subject to the overview by the Executive Board and requiring the submission of receipts to the Treasurer for all expenditures. Expenditures not budgeted in excess of one thousand dollars (\$1,000.00) require three written competitive bids.

Execution of Contracts – With the approval of the Executive Board, contracts, leases, or other instruments executed in the name of or on behalf of the Organization shall be signed by the Secretary and countersigned by the President.

Execution of Documents – except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Organization shall be signed by the Treasurer and countersigned by at least one other officer of the Organization.

Expense Advances – In situations where it is not practical or possible to make approved purchases for other than cash, funds may be advanced to any Executive Board member to make such purchases, with the proviso that all change be refunded to the Treasurer along with receipts covering the amount of cash that was spent. Expense advances up to two hundred dollars (\$200.00) may be approved, in advance, by the President. Any advances beyond this amount shall require the approval of the Executive Board.

Requests for Payment – All requests for payment shall be approved by at least one member of the Executive Board not including the Treasurer and submitted to the Treasurer accompanied by documentation supporting the payment, such as invoices or billing statements. Items that relate to a specific event will be first approved by the committee Chairperson. The Treasurer shall be responsible for ensuring that payments are made only for items or services previously approved and that they are made in a timely manner. All fund disbursements of the Organization shall be by check.

Nonprofit Operations – The Organization shall not have or issue shares of stock. No dividend will be paid, and no part of the income of the Organization will be distributed to its members, officers, or directors for services rendered.

Loans - The Organization shall make no loans to any of its members, officers or directors.

Article XI. Standing Committees

The Organization can best accomplish its purposes by working through the committee system. The President shall seek volunteers to serve as committee chairpersons and shall appoint them upon their agreement. All committee chairpersons shall take complete charge of the project, activity, or area to which they are appointed. Each chairperson shall have the privilege of selecting their own workers or committee members, with the exception of the Audit, Budget, By-Laws, Nominating, and Fundraising committees, whose members are appointed by the President or predetermined by the By-laws of the Organization. Each chairperson shall report progress to the President periodically, with a complete written report presented at the end of the project or year, whichever is appropriate.

The Standing Committees of the Organization shall be:

Audit Committee - Shall be three members, with one designated as the chairperson, all appointed by the President. The purpose of the committee is to perform a complete review of the Treasurer's records at the close of the membership year. A written report is to be presented to the President and an oral report given at the first General Membership meeting of the membership year.

Banquet Committee – Shall be at least two members, with one designated as the chairperson. The primary purpose of this committee shall be to organize and make all the necessary preparations for the successful execution of the annual banquet.

By-Laws Committee – Shall be at least three members, with one designated as the chairperson, all appointed by the President. Shall review and update the By-laws of the Organization as necessary, but at least every three years.

Budget Committee – Shall be the Executive Board with the Treasurer serving as the chairperson. This committee shall prepare a written budget for review and adoption at the first General Membership meeting of the membership year.

Chaperone Committee – It shall be the duty of this committee to enlist parents to act as chaperones for any band activity as deemed necessary by the Band Director and in accordance with West Jefferson Hills School District rules. It shall also be the duty of this committee to arrange for refreshments for the Instrumental Music Program and visiting bands during home events.

Color Guard Representative – Shall consist of at least one parent of a color guard member and shall represent the point of view of the color guard members. Representative must be a member of the Organization.

Fundraising Committee – This committee shall include the chairperson from all committees designated to raise funds for the financing of the Organization. The Chairperson of this committee shall be the Vice-President who shall prepare a final report of all fund raising activities to be given to the President at the end of the membership year. The purpose of this committee is to plan, coordinate and execute all events that raise funds to finance the Organization. Each event chairperson is responsible for completing a written report of the event to be given to the Vice-President and Treasurer upon completion of the event.

Majorette Representative - Shall consist of at least one parent of a majorette member and shall represent the point of view of the majorette members. Representative must be a member of the Organization.

Membership Committee – It shall be the duty of this committee to solicit members for the Organization and collect dues. This committee shall report and reconcile the final eligible membership to the Secretary after the October 1st official membership deadline.

Nominating Committee – Shall be four members, with one designated as the chairperson and at least one representing the General Membership (not on any board), all appointed by the President by the first day of February. The Secretary shall announce the identity of the Nominating Committee members and chairperson at the General Membership meeting in March. This committee shall be responsible for the selection of a candidate for each of the offices of President, Vice-President, Secretary, and Treasurer. Nominees are required to have a child currently in

the Instrumental Music Program. The nominated slate shall be given to the President in writing and shall be announced at the General Membership meeting held in April. Nominated candidates including nominations from the floor, will be given the opportunity to present their qualifications to the membership, either verbally or in writing, at the April meeting. Election of officers will be held at the General Membership meeting in May. Members must be notified by written, printed, or Internet notice of the nominated candidates at the same time and in the same manner as notice is given for the General Membership meeting.

Publicity Committee – Shall be responsible for submitting news releases to newspapers, radio and TV stations concerning all meetings, events, activities, and projects of this Organization and the Instrumental Music Program. All material shall have the approval of the President and the Band director prior to public release.

Senior Recognition Committee – It shall be the duty of this committee to organize the recognition of all senior members of the Instrumental Music Program at a football game determined by the Athletic Department.

State Band Booster Representative – Shall consist of at least one member and serve as a liaison between the Organization and the state PMEA organization. The representative shall be responsible for attending meetings or conferences of the PMEA and reporting information to the President deemed important to the Organization.

Article XII. Parliamentary Authority

The rules governed in the Roberts Rules of Order shall govern the Organization. If there is a conflict between Roberts Rules of Order and these By-laws, the By-laws take precedence.

Article XIII. Liability of Executive Board - Indemnification

Executive Board Liability: A member of the Executive Board of the Corporation shall not be personally liable for monetary damages for any action taken or failure to take any action unless the member has breached or failed to perform the duties of his or her office under Subchapter B, Article B of the Pennsylvania Nonprofit Corporation Law of 1988, 20 Pa.C.S.A. Sections 5711-5717, as amended, and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit the liability of a member (i) for any responsibility or liability of such member pursuant to any criminal statute, or (ii) for any liability of a member for the payment of taxes pursuant to local, state, or federal law. Neither the repeal nor modification of this Article 15 or any of its provisions shall adversely affect any limitation on the personal liability of a member of the Corporation existing at the time of such appeal or modification or the adoption of such inconsistent provision.

Right of Indemnity: To the fullest extent permitted by law, this Corporation shall indemnify the members of its Executive Board, its officers, employees and other persons described in Subchapter D, Article B of the Pennsylvania Nonprofit Corporation Law of 1988, 20 Pa.C.S.A. Section 5741-5750, as amended, including persons formerly occupying any such position, against all expenses (including attorney's fees), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action or proceeding, including an action by or in the right of the Corporation. The indemnification provided herein and by the laws of the Commonwealth of Pennsylvania shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any agreement, vote of disinterested members of the Executive Board or otherwise.

Approval of Indemnity: On written request to the Executive Board by any person seeking indemnification, the Executive board shall promptly determine in accordance with Subchapter D, Article B of the Pennsylvania Nonprofit Corporation Law of 1988, 20 Pa.C.S.A. Section 5744 whether the applicable standard of conduct has been met and, if so, the Executive Board shall authorize the indemnification.

Insurance: The Organization, at the sole discretion of the Executive Board, shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of the members of the Executive Board, its officers, employees, and other agents, against any liability asserted against or incurred by any member, officer employee or agent or such.

Article XIV. Amendments

Amendments to these by-laws may be made at any regular or special General Membership meeting of the Organization after written notification of such agenda item is given to all members at least 7 days in advance of a vote. Such amendments must be ratified by a vote of two-thirds majority of a quorum of members present at the meeting.

Article XV. Dissolution

Should this Organization decide to dissolve itself, the liabilities shall be paid and the remaining assets given to the West Jefferson Hills School district along with the recommendation that they be used solely by the Instrumental Music Program.